



Pillsbury Winthrop Shaw Pittman LLP
2300 N Street, NW | Washington, DC 20037-1122 | tel 202.663.8000 | fax 202.663.8007

Glenn S. Richards
202-663-8215
glenn.richards@pillsburylaw.com

January 28, 2013

Ms. Marlene H. Dortch
Secretary
Federal Communications Commission
445 12th Street, SW
Washington, DC 20544

Re: Request of Telanetix, Inc., AccessLine Communications Corporation and HCP-TELA, LLC for Special Temporary Authority for Approval of the Transfer of Control of an Authorized International and Domestic Carrier

Dear Ms. Dortch:

AccessLine Communications Corporation (“ACC”), Telanetix, Inc. (“Telanetix”), and HCP-TELA, LLC (“HCPT”), (collectively the “Applicants”) through their undersigned counsel and pursuant to Section 214 of the Communications Act, as amended, 47 U.S.C. §214, and Sections 63.04 and 63.24 of the Commission’s Rules, 47 C.F.R. §§ 63.04, 63.24, respectfully request expedited Special Temporary Authority (“STA”) for the approval of the indirect transfer of control of ACC to HCP-TELA, LLC (the “Transaction”). Applicants respectfully request that the Commission grant this STA request as soon as possible to permit continued domestic and international operations by ACC.

On June 30, 2010, Telanetix, as detailed in the underlying application filed concurrently herewith and attached hereto as Exhibit A (the “Application”),¹ entered into a securities purchase agreement (the “Purchase Agreement”) with (i) EREF-TELA, LLC, a

¹ Separately, the Parties will be seeking approval of a merger between Telanetix and a subsidiary of Intermedia Holdings, Inc. that will also result in an indirect transfer of control of the domestic and international 214 authorizations held by ACC.

Ms. Marlene Dortch, Esq.
January 28, 2013
Page 2

Delaware limited liability company ("EREF"), (ii) HCPT, a Delaware limited liability company and (iii) CBG-TELA, LLC, a Delaware limited liability company ("CBG", and together with HCPT and EREF, the "Purchasers"), pursuant to which in exchange for \$10,500,000, the Telanetix agreed to issue to the Purchasers \$10,500,000 of senior secured notes (the "Notes") and 287,501,703 shares of Common Stock. The 287,501,703 shares of Common Stock were allocated as follows: 191,667,802 shares to HCPT (resulting in ownership of 55% of the outstanding shares of Common Stock), 41,071,672 shares to EREF (resulting in ownership of 11.8% of the outstanding shares of Common Stock) and 54,762,229 shares to CGB (resulting in ownership of 15.7% of the outstanding shares of Common Stock). Telanetix issued the Notes and 225,492,765 shares of Common Stock to the Purchasers at the closing of the transactions contemplated by the Purchase Agreement on July 2, 2010 (the "Closing Date"). Telanetix issued the balance of the shares of Common Stock (approximately 62,008,938 shares) following an amendment to its certificate of incorporation to increase the authorized capital stock to permit such issuance, which amendment was filed on September 2, 2010.

ACC is a wholly-owned subsidiary of AccessLine Holdings, Inc., which in turn, is a wholly-owned subsidiary of Telanetix. ACC holds international Section 214 authority and blanket domestic Section 214 authority.² As a result of the Purchase Agreement, HCPT acquired direct control of Telanetix and indirect control of ACC. Though there was no impact on the operations or customers of ACC, the consummated transaction resulted in the indirect transfer of ACC's international and domestic 214 authority to the HCPT.

The parties regret not seeking timely Commission approval of the transaction. The parties and its outside counsel for the 2010 transaction were apparently unaware of the obligation to request Commission approval of the transfer of authorizations held by a Telanetix subsidiary. It was unintentional as evidenced by the attached Application. Ultimately, the transaction had a positive impact on ACC and its ability to provide cutting-edge, cost-effective services to its customers. The parties now have experienced communications counsel to advise on regulatory requirements related to the 2010 and 2013 transactions.

² See FCC File No. ITC-214-19981026-00734, issued December 19, 1998 (granting ACC international 214 authority); FCC File No. ITC-T/C-20070905-00365, issued September 28, 2007 (granting transfer of control to Telanetix).


Ms. Marlene Dortch, Esq.
January 28, 2013
Page 3

Grant of this STA will serve the public interest. First, it will permit the continued operation of ACC and uninterrupted service to ACC customers. Second, it will promote competition in the domestic and international communications services marketplace. Third, it will allow the Commission time to review and approve the underlying Application.

The Parties acknowledge that that grant of this STA will not prejudice any action the Commission may take on the Application, and that once granted, the STA may be revoked on the Commission's own notice, without a hearing. The Parties further acknowledge that grant of the STA will neither preclude nor dictate the scope of any enforcement action related to the underlying transaction.

Should you have any questions or require further information, please do not hesitate to contact the undersigned.

Respectfully submitted,



Glenn S. Richards
Pillsbury Winthrop Shaw Pittman LLP
2300 N Street, N.W.
Washington, D.C. 20037
(202) 663-8215 (Tel)
(202) 513-8006 (Fax)
glenn.richards@pillsburylaw.com (Email)

Counsel for HCP-TELA, LLC, AccessLine
Communications Corporation, and
Telanetix, Inc.

EXHIBIT A

acquired indirect control of ACC, a non-dominant carrier holding authority from the Commission to provide interstate and international services.¹

Although the proposed transaction will result in a change in the ultimate ownership of ACC, no transfer of certificates, assets, or customers will occur as an immediate consequence of the proposed transaction. ACC will continue to provide service to its existing customers pursuant to its authorizations under the same rates, terms, and conditions. Accordingly, this transaction will be transparent to the customers of ACC.

B. Request for Streamlined Processing

Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Section 63.03 and 63.12 of the Commission's Rules, 47 C.F.R. §§ 63.03 & 63.12. With respect to domestic authority, this Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(i) because, immediately following the transactions, (1) Applicants and their affiliates, as defined in Section 3(1) of the Communications Act ("Affiliates") combined will hold less than a ten percent (10%) share of the interstate, interexchange market; (2) Applicants and their Affiliates will not provide local exchange service; and (3) none of the Applicants or their Affiliates is dominant with respect to any service.

In support of this Application, Applicants provide the following information:

¹ The Parties are concurrently filing a Request for Special Temporary Authority with the International and Wireline Competition Bureaus for approval of the transaction pending approval of these applications. In addition, the Parties will separately be seeking approval of a merger between Telanetix and a subsidiary of Intermedia Holdings, Inc. that will also result in an indirect transfer of control of the domestic and international 214 authorizations ACC.

II. DESCRIPTION OF THE APPLICANTS

A. AccessLine Communications Corporation

ACC is a Delaware corporation with offices located at 11201 SE 8th Street, Suite #200, Bellevue, WA 98004. ACC is a wholly-owned subsidiary of AccessLine Holdings, Inc., a Delaware corporation, which in turn is a wholly-owned subsidiary of Telanetix.

ACC provides resold and facilities-based long distance services in approximately 50 states. ACC holds blanket domestic authority to provide interstate service as well as global resale Section 214 authority to provide international services pursuant to authority granted in File No. ITC-214-19981026-00734 (Oct. 23 1998) (pro forma assignment of license from AccessLine LD Services, Inc. to AccessLine Communications Corporation acknowledged by the Commission January 4, 2001, DA No. 01-13). See also File No. ITC-T/C20070905-00365 (Sept. 28, 2007) (granting indirect transfer of control from ACC to Telanetix).

B. Telanetix, Inc.

Telanetix is a Delaware corporation with offices located at 11201 SE 8th Street, Suite #200, Bellevue, WA 98004. Telanetix is a cloud based communications solutions company providing next-generation hosted voice services to small and mid-sized businesses. The corporation is publicly traded on the OTC Bulletin Board (symbol: TNXI). Other than ACC, Telanetix does not have any affiliates that hold authorizations relating to the provision of telecommunications services.

C. HCP-TELA, LLC

HCPT is a Delaware limited liability company formed for the transaction described herein and with no other business interests. Hale Capital Partners, LP (HCP), a Delaware limited partnership, is the Managing Member of HCPT. Hale Fund Partners, LLC, (HFP) a Delaware limited liability company, is the general partner of HCP. Martin M. Hale, Jr., an individual and

US citizen, is the sole owner of HFP. Neither HCPT, HCP, nor HFP is affiliated with any other telecommunications company that holds FCC authorizations.

III. DESCRIPTION OF THE TRANSACTION

On June 30, 2010, Telanetix entered into securities purchase agreement (Purchase Agreement) with (i) EREF-TELA, LLC, a Delaware limited liability company ("EREF"), (ii) HCPT and (iii) CBG-TELA, LLC, a Delaware limited liability company ("CBG", and together with HCPT and EREF, the "Purchasers"), pursuant to which in exchange for \$10,500,000, Telanetix agreed to issue to the Purchasers \$10,500,000 of senior secured notes (the "Notes") and 287,501,703 shares of Common Stock. The 287,501,703 shares of Common Stock were allocated as follows: 191,667,802 shares to HCPT (resulting in ownership of 55% of the outstanding shares of Common Stock), 41,071,672 shares to EREF (resulting in ownership of 11.8% of the outstanding shares of Common Stock) and 54,762,229 shares to CGB (resulting in ownership of 15.7% of the outstanding shares of Common Stock). Telanetix issued the Notes and 225,492,765 shares of Common Stock to the Purchasers at the closing of the transactions contemplated by the Purchase Agreement on July 2, 2010 (the "Closing Date"). Telanetix issued the balance of the shares of Common Stock (approximately 62,008,938 shares) following an amendment to its certificate of incorporation to increase the authorized capital stock to permit such issuance, which amendment was filed on September 2, 2010.

As a result of this transaction, HCPT acquired direct control of Telanetix and indirect control of ACC. Applicants therefore request authority for the indirect transfer of control of ACC to HCPT.² Following consummation of the proposed transaction, ACC offered service

² The parties regret not seeking timely Commission approval of the transaction. It was an unintentional oversight. The parties and its outside counsel for the 2010 transaction were apparently unaware of the obligation to request Commission approval of the transfer of authorizations held by a Telanetix subsidiary. The parties now have experienced

with no change in the rates or terms and conditions of service. Further, ACC provided service to its customers under the same name. Therefore, the transfer of control of ACC was seamless and transparent to customers.

IV. PUBLIC INTEREST STATEMENT

Applicants submit that the transaction described herein will serve the public interest. Approval of the transaction will enhance the ability of ACC to finance its operations with an expanded line of products and services. In addition, the transaction yielded substantial operational and financial benefits to ACC. ACC became a more robust competitor in the highly competitive telecommunications industry.

Further, the transaction was conducted in a manner that was transparent to customers of ACC. The indirect transfer of control of ACC did not result in a change of carrier for customers or any assignment of authorizations. Following consummation of the proposed transaction, ACC continued to provide high-quality communications services to its customers without interruption and without immediate change in rates, terms, or conditions.

V. INFORMATION REQUIRED BY SECTION 63.24(e)

Pursuant to Section 63.24(e)(3) of the Commission's Rules, the Applicants submit the following information requested in Section 63.18 (a)-(d) and (h)-(p) in support of this Application:

(a) Name, address and telephone number of each Applicant:

Transferor:

Telanetix, Inc.
11201 SE 8th Street
Bellevue, Washington 98004

FRN: 0016877292

communications counsel to advise on regulatory requirements related to the 2010 and 2013 transactions.

(c) **(Answer to Question 10)** Correspondence concerning this Application should be sent to:

For AccessLine and Telanetix:

Glenn S. Richards
Pillsbury Winthrop Shaw Pittman LLP
2300 N Street, N.W.
Washington, D.C. 20037
(202) 663-8215 (phone)
(202) 513-8006 (fax)
glenn.richards@pillsburylaw.com (email)

Douglas Johnson
Chief Executive Officer,
AccessLine Communications Corporation
11201 SE 8th Street
Bellevue, Washington 98004
(206) 621-3500 (phone)
(858) 362-2251 (fax)
djohnson@accessline.com (email)

For HCP-TELA, LLC:

Glenn S. Richards
Pillsbury Winthrop Shaw Pittman LLP
2300 N Street, N.W.
Washington, D.C. 20037
(202) 663-8215 (phone)
(202) 513-8006 (fax)
glenn.richards@pillsburylaw.com (email)

(d) **Section 214 Authorization**

ACC holds blanket domestic authority to provide interstate service. ACC is also authorized to provide limited facilities-based and resold international services. See File No. ITC-214-19981026-00734 (Oct. 23 1998) (pro forma assignment of license from AccessLine LD Services, Inc. to AccessLine Communications Corporation acknowledged by the Commission January 4, 2001, DA No. 01-13).

(h) **(Answer to Questions 11 & 12)** The following entities own directly or indirectly 10% or more of transferor as calculated pursuant to the Commission ownership attribution rules for wireline and international telecommunications carriers:

Ownership of Transferor: Telanetix is a publicly traded company. To the best of the Applicants' knowledge, as of June 30, 2010, no person or entities directly or indirectly owned 10% or more of the equity of Telanetix, Inc. Following completion of the transaction, HCPT, EREF and CBG all owned more than 10 percent of Telanetix

Ownership of Transferee:

HCPT, EREF and CBG are all Delaware limited liability companies. Hale Fund Management, LLC, a Delaware limited liability company, is the Manager of EREF and CBG. Hale Capital Partners, LP, a Delaware limited partnership, owns 100 percent of HCPT. Hale Fund Management LLC, a Delaware limited liability company, is the Managing Member of HCPT, EREF and CBG, and solely exercises control. Hale Capital Partners LP is comprised of limited partners, none of whom as limited partner can exercise control, and all of whom that have a greater than 10 percent partnership interest are US citizens. Hale Fund Partners LLC, a Delaware limited liability company is the general partner of HCP. Martin M. Hale, Jr., an individual and United States Citizen, is the sole owner of Hale Fund Management, LLC and the Managing Member and sole owner of Hale Fund Partners.

The address for each of these entities is 570 Lexington Avenue, 49th Floor, New York, NY 10022. The principal business is investments. The Purchasers do not hold any ownership interest of any other telecommunications company. There are no other owners of 10 percent or more of any of the Purchasers.

- (i) ***(Answer to Question 14)*** Transferee certifies that it is not a foreign carrier or affiliated with a foreign carrier.
- (j) ***(Answer to Question 15)*** Transferee certifies that it does not seek to provide international telecommunications services to any destination country where:
 - (1) An Applicant is a foreign carrier in that country; or
 - (2) An Applicant controls a foreign carrier in that country; or
 - (3) Any entity that owns more than 25 percent of an Applicant, or that controls an Applicant, controls a foreign carrier in that country; or
 - (4) Two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate more than 25 percent of an Applicant and are parties to, or the beneficiaries of, a contractual relation affecting the provision or marketing of international basic telecommunications services in the United States.
- (k) Not applicable.
- (l) Not applicable.
- (m) Not applicable.
- (n) Transferee certifies that it has not agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route

where the foreign carrier possesses market power on the foreign end of the route and will not enter into such agreements in the future.

- (o) Applicants certify that they are not subject to denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998. *See* 21 U.S.C. § 853a; *see also* 47 C.F.R. §§ 1.2001-1.2003.
- (p) Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Section 63.12(a)-(b) of the Commission's Rules, 47 C.F.R. §63.12(a)-(b). In particular, Section 63.12(c)(1) is inapplicable because the Applicant is not affiliated with any foreign carriers and none of the scenarios outlined in Section 63.12(c) of the Commission's Rules, 47 C.F.R. § 63.12(c), apply.

VI. INFORMATION REQUIRED BY SECTION 63.04

Pursuant to Commission Rule 63.04(b), 47 C.F.R. § 63.04(b), Applicants submit the following information in support of their request for domestic Section 214 authority in order to address the requirements set forth in Commission Rule 63.04(a)(6)-(12):

- (a)(6) A description of the proposed Transaction is set forth in **Section III** above.
- (a)(7) ACC is authorized to provide interexchange services in Alabama, Alaska, Arizona, Arkansas, California, Colorado, Connecticut, Delaware, the District of Columbia, Florida, Georgia, Hawaii, Idaho, Illinois, Indiana, Iowa, Kansas, Kentucky, Louisiana, Maine, Maryland, Massachusetts, Michigan, Minnesota, Mississippi, Missouri, Montana, Nebraska, Nevada, New Hampshire, New Jersey, New Mexico, New York, North Carolina, North Dakota, Ohio, Oklahoma, Oregon, Pennsylvania, Rhode Island, South Carolina, South Dakota, Tennessee, Texas, Utah, Vermont, Virginia, Washington, West Virginia, Wisconsin and Wyoming. Licensees provide telecommunications services in all jurisdictions where authorized.
- (a)(8) Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Sections 63.03 of the Commission's Rules, 47 C.F.R. §63.03. In particular, with respect to domestic authority, this Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(i) because, immediately following the transaction, (1) Applicants and their affiliates (as defined in Section 3(1) of the Communications Act – ("Affiliates") combined will hold less than a ten percent (10%) share of the interstate, interexchange market; (2) Applicants and their Affiliates will provide local exchange service only in areas served by dominant local exchange carriers (none of which is a party to the proposed transaction) and; (3) none of the Applicants or their Affiliates is dominant with respect to any service.
- (a)(9) By this Application, Applicants seek authority with respect to both international and domestic Section 214 authorizations (this Application is being separately and

concurrently filed with respect to both types of authorities in compliance with Commission Rule 63.04(b), 47 C.F.R. § 63.04(b)). Except as noted in Footnote 1, no other applications are being filed with the Commission with respect to this transaction.

(a)(10) Prompt completion of the proposed transaction is critical to ensure that Applicants can obtain the benefits described in the foregoing application. Accordingly, Applicants respectfully requests that the Commission approve this Application expeditiously in order to allow Applicants to consummate the proposed transaction as soon as possible.

(a)(11) Not applicable.

(a)(12) A statement showing how grant of the application will serve the public interest, convenience and necessity is provided in **Section IV** above.

VI. CONCLUSION

For the reasons stated above, Applicants respectfully submit that the public interest, convenience, and necessity would be furthered by a grant of this Joint Application for the indirect transfer of control of AccessLine Communications Corporation.

Respectfully submitted,



Glenn S. Richards
Pillsbury Winthrop Shaw Pittman LLP
2300 N Street, N.W.
Washington, D.C. 20037
(202) 663-8215 (Tel)
(202) 513-8006 (Fax)
glenn.richards@pillsburylaw.com (Email)


Counsel for AccessLine Communications
Corporation, Telanetix, Inc. and HCP-
TELA, LLC

Dated: January 28, 2013

VERIFICATION

I hereby verify that I have read the foregoing Joint Application; and that, to the best of my knowledge, information and belief, the information stated therein is true and accurate.

Telanetix, Inc. and AccessLine Communications Corporation

By:  _____


Title: CEO _____

Date: 1/23/2013 _____

VERIFICATION

I hereby verify that I have read the foregoing Joint Application; and that, to the best of my knowledge, information and belief, the information stated therein is true and accurate.

HCP-TELA, LLC

By:  _____

Title: MARK HOLE JR
CEO _____

Date: 1/28/13 _____